

EXHIBIT

A

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

)	
In re:)	Chapter 11
)	Case No. 01-1139 (JKF)
W.R. GRACE & CO., <u>et al.</u>,)	(Jointly Administered)
)	
Debtors.)	
)	

**NOTICE OF RULE 30(B)(6) DEPOSITION
OF W.R. GRACE & CO., ET AL.**

**TO: W.R. Grace & Co., *et al.*
c/o Kirkland & Ellis LLP
Barbara Mack Harding
655 Fifteenth Street, N.W.
Washington, D.C. 20005**

and

PARTIES ON THE MASTER SERVICE LIST

YOU ARE HEREBY NOTIFIED that, commencing at 9:30 a.m. on October 24, 2006 (or a mutually convenient date agreed to by the parties), David T. Austern, the legal representative for future asbestos claimants (the "FCR"), and the Official Committee of Asbestos Personal Injury Claimants (the "ACC") appointed in these Chapter 11 cases, by their undersigned counsel, pursuant to Federal Rule of Civil Procedure 30(b)(6), applicable to this proceeding by Federal Rules of Bankruptcy Procedure 7030 and 9014, will take the videotaped deposition upon oral examination of W.R. Grace & Co., *et al.* (collectively, the "Debtors" or "Grace") at the offices of Orrick, Herrington & Sutcliffe LLP, 3050 K Street, Washington, D.C. 20007. The deposition will be taken before a notary public or some other officer authorized to administer oaths and take testimony, and will be used for all lawful purposes.

The deposition(s) will continue from day to day until completed. You are invited to attend and cross-examine. Pursuant to Rule 30(b)(6) of the Federal Rules of Civil Procedure and Rule 7030 of the Federal Rules of Bankruptcy Procedure, the Debtors are to designate one or more officers, directors, members or managing agents, or other persons duly authorized and consenting to testify on behalf of the Debtors. The person(s) so designated shall testify as to the matters known or available to the Debtors. The designated representative(s) produced shall be prepared to testify as to matters known, or reasonably available, including but not limited to those subjects identified in Attachment A hereto.

The FCR and ACC expect that the person or persons you designate for deposition testimony will be the same person or persons that you intend to use at any hearings on factual matters underlying the estimate of the Debtors' asbestos personal injury liabilities (the "Estimation Hearings"). If your designee(s) fails and/or refuses to answer the FCR and ACC's inquiries in his or her deposition or states that he or she does not know the answer, the FCR and ACC may seek to preclude that designee or any other witness from testifying on the topics of those inquiries (whether by affidavit, proffer or testimony) at any Estimation Hearings. Likewise, if a claim of privilege is made in response to any of the FCR and ACC's inquiries at the deposition(s), the FCR and ACC will seek to preclude any testimony on the topics of those inquiries by that designee or any other witness of the Debtors (whether by affidavit, proffer or testimony) at any Estimation Hearings.

The FCR and ACC reserve the right to notice further depositions of the Debtors and/or supplement or amend this Notice in connection with any matters arising in these bankruptcy proceedings.

Respectfully submitted,

ORRICK, HERRINGTON & SUTCLIFFE LLP

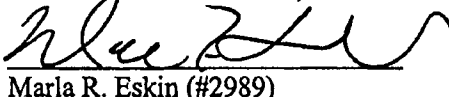


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*Counsel for the Official Committee of
Asbestos Personal Injury Claimants*

Dated: October 3, 2006

ATTACHMENT A

DEFINITIONS

For the purpose of this Notice, the following instructions and definitions shall apply:

1. The following rules of construction shall apply to this Notice:

(A) The term "all" shall mean "any" and visa versa, and both terms shall be construed inclusively to bring information within the scope of a specific request.

(B) The connectives "and" and "or" shall be construed either disjunctively or conjunctively as necessary to bring within the scope of the request all responses that might otherwise be construed to be outside of its scope.

(C) The use of the singular form of any word includes the plural and vice versa.

(D) The use of any tense of any verb shall be considered to include also within its meaning all other tenses of the verb so used.

(E) References to any corporation include its divisions; its direct and indirect subsidiaries; its merged or acquired predecessors-in-interest (whether or not successorship in liability is admitted); any subsidiaries or divisions of its predecessors-in-interest; and their present or former officers, representatives, agents, servants, attorneys, experts, employees, investigators, consultants, and all other persons acting on behalf of such corporation or its predecessors.

2. The following are specially defined terms for which the meanings specified below shall apply:

(A) "Asbestos" as used herein shall include all Asbestos or asbestiform minerals of either the amphibole or serpentine group, and shall include chrysotile, amosite, crocidolite, tremolite, anthophyllite and actinolite.

(B) "Asbestos-Containing Product" is an inclusive term and includes, but is not limited to, joint compounds, Asbestos, raw Asbestos, mined Asbestos, milled Asbestos, Asbestos compounds, materials and products or equipment containing Asbestos or Asbestos particles, as well as dust and fibers resulting therefrom. "Asbestos-Containing Product" is specifically not limited with respect to product type or form, such as thermal insulation, refractories, mastics, raw Asbestos, etc. and shall include all product types and/or forms.

(C) The words "your Asbestos-Containing Product" as used herein shall mean any "Asbestos-Containing Product" at any time manufactured, sold, processed, installed, or distributed by Grace, and includes any such product that Grace licensed others to manufacture, sell, process, install, or distribute.

(D) The words "Asbestos-related disease, injury, or illness" or any similar words, as used herein shall include, but not be limited to: Asbestosis, mesothelioma, pleural plaques, pleural thickening, pleural effusion, lung cancer, laryngeal cancer, gastro-intestinal cancers, or any other condition associated with, or allegedly associated with, exposure to Asbestos or Asbestos-Containing Products, whether or not your agree that the disease in question was or could have been, in fact, attributable to exposure to a Grace product.

(E) A "Jobsite" refers to any location within the United States of America (including territories) or Canada where Grace products containing Asbestos were sold, installed, distributed, erected, constructed, manufactured, built, placed on a ship or other means of transportation, used, repaired, maintained or sent. A "Jobsite" includes a ship or other structure which floats upon water in addition to places located on land.

(F) An "Asbestos Tort Claim" means any lawsuit, workers' compensation claim, civil action, demand letter, notice of claim, proof of claim or any other similar assertion brought by an

individual (or an individual's personal representative) against Grace alleging bodily injuries or wrongful death allegedly caused by exposure to Asbestos or Asbestos-Containing Products.

"Asbestos Tort Claim" includes any claim or demand ever asserted against Grace (as defined above) regardless of how such claim was resolved (by settlement, dismissal, or otherwise) and regardless of whether such claim resulted in the filing of a civil lawsuit by the claimant.

(G) An "Asbestos Claimant" is anyone who asserts or has asserted an Asbestos Tort Claim against Grace, its parent or subsidiary corporations, or any of its predecessors or successors in interest.

(H) A "Settled Asbestos Tort Claim" means any Asbestos Tort Claim for which there has been an agreement entered into between the Asbestos Claimant (or such claimant's counsel) and Grace pursuant to which the Asbestos Claimant agrees to compromise or settle his Asbestos Tort Claim for a fixed sum of money in exchange for a release from liability.

(I) Unless otherwise indicated, this Notice seeks information between 1920 and the present.

SUBJECT MATTERS OF TESTIMONY

1. For the years 1997 to the present, Grace's estimates, figures, projections, and calculations of its liability for Asbestos Tort Claims for both external (*e.g.*, SEC reporting) and internal purposes, including the estimates of Asbestos Tort Claim liability under Grace's plan of reorganization.

2. The process and procedures by which Grace settled, defended, litigated, or otherwise resolved Asbestos Tort Claims.

3. The process and procedures, within Asbestos Tort Claims, for identifying Jobsites, Asbestos-related diseases, and exposure to your Asbestos-Containing Products.

4. The historical trends of Grace's resolution of Asbestos Tort Claims, including the number of Claims filed (by disease category) against Grace from 1999-2001, the number of Claims settled (by disease category) by Grace from 1990-2001, and the average Claim settlement amount (by disease category).

5. Grace's criteria or decision process for determining when to settle or litigate Asbestos Tort Claims, including evidence considered by Grace before it would offer an Asbestos Tort Claimant money to settle.

6. The value of Asbestos Tort Claims in settlement, and what factors Grace considered important in evaluating an Asbestos Tort Claim for purposes of settlement.

7. The Asbestos-Containing Products that Grace has ever manufactured, installed, purchased, sold, distributed, or marketed, including, but not limited to:

- a. the brand name(s) of the product;
- b. the date the product first went into production;
- c. the last date the product was produced;

- d. the last date the product was sold;
- e. all manufacturing locations;
- f. dates of manufacture at each location;
- g. the percentage of Asbestos contained in each such product, and the dates and all reasons for any modification thereto;
- h. the type(s) of Asbestos contained in, and any chemical analysis of the composition of, such product;
- i. the specific source of Asbestos contained in each such product, including dates of procurement;
- j. the color, physical characteristic, and appearance of the product;
- k. a full and precise description of all forms of the package in which the product was sold or distributed, including, but not limited to, type of package, size, color(s), and writings thereon;
- l. all names under which the product was sold, including by licenses or re-branding; and
- m. the number and date of each patent or patent application relevant to the product.

8. The number and identity of persons, including but not limited to, individuals, contractors, corporations, companies, partnerships, government units, retailers, wholesalers, and/or distributors, to whom any of Grace's Asbestos-Containing Products were sold, supplied, delivered, used, applied, repaired, maintained, installed, distributed, erected, constructed, manufactured, built, sent, or placed on a ship or other means of transportation.

9. The Jobsites to which any of Grace's Asbestos-Containing Products were sold, supplied, delivered, used, applied, repaired, maintained, installed, distributed, erected, constructed, manufactured, built, sent, placed on a ship or other means of transportation, or which have ever

been identified by an Asbestos Claimant or other person as a place where Grace Asbestos-Containing Products gave rise to exposure to asbestos.

10. The number and identity of invitees to any Jobsite or premises in which Grace's Asbestos-Containing Products were sold, supplied, delivered, used, applied, repaired, maintained, installed, distributed, erected, constructed, manufactured, built, sent, or placed on a ship or other means of transportation.

11. Grace's database(s) regarding or relating to Asbestos Tort Claims, including, but not limited to, the creation of the database(s), the meaning of each field or code, how the database was coded, how and when the information in the database was obtained, compiled, reviewed, input, amended and updated, and the source of each piece of data in the database.